




CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed November 30, 2018


United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§ Case No. 18-33678
	§
TACO BUENO RESTAURANTS, INC.,	§ (Chapter 11)
et al.,	§
	§ (Jointly Administered)
Debtors. ¹	§

**ORDER AUTHORIZING REJECTION OF CERTAIN UNEXPIRED
NONRESIDENTIAL REAL PROPERTY LEASES AND ABANDONMENT
OF CERTAIN PERSONAL PROPERTY EFFECTIVE AS OF THE PETITION DATE**

Upon the motion (the “*Motion*”)² of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) for entry of an order (this “*Order*”) authorizing and approving the Debtors to (a) reject certain unexpired leases of nonresidential real property identified on **Exhibit 1** attached hereto (each a “*Lease*” and, collectively, the “*Leases*”), effective as of the Petition Date,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 300 East John Carpenter Freeway, Suite 800, Irving, Texas 75062.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

and (b) abandon related Personal Property, all as more fully set forth in the Motion, the First Day Declaration, and the Miller Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion, it is HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Except as otherwise provided herein, the Leases set forth on **Exhibit 1** attached hereto are hereby rejected effective as of the Petition Date.
3. The Lease identified on **Exhibit 1** as Lease number 2 between Debtor Taco Bueno Restaurants, L.P. and ARC CAFEUSA001, LLC is hereby rejected effective as of November 12, 2018.
4. The Lease identified on **Exhibit 1** as Lease number 3 between Debtor Taco Bueno Restaurants, L.P. and Chisholm Trail Development, LLC is hereby rejected effective as of November 26, 2018.
5. The Lease identified on **Exhibit 1** as Lease number 10 between Debtor Taco Bueno Restaurants, L.P. and Martin Brothers Property Management, LLC is hereby rejected effective as of November 21, 2018.

6. The Debtors are authorized to abandon, in their sole discretion, any Personal Property (the “*Abandoned Property*”) that is located within the premises underlying the Leases pursuant to section 554 of the Bankruptcy Code. The lessor of any premises subject to a rejected Lease may dispose of any Abandoned Property that is located at such premises without notice or liability to the Debtors or any third parties and, to the extent applicable, the automatic stay of section 362 of the Bankruptcy Code is modified solely to allow such a lessor to dispose of Abandoned Property. All rights of the Debtors and any such lessor are fully preserved with respect to the assertion of any rejection-damages claim arising from the disposal of Abandoned Property pursuant to sections 502(b)(6) and 502(g) of the Bankruptcy Code.

7. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

END OF ORDER

Submitted by:

VINSON & ELKINS LLP

/s/ Paul E. Heath

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PROPOSED COUNSEL FOR THE DEBTORS

EXHIBIT 1**Leases for Rejection**

#	Lessor	Debtor Entity	Store Address	Status
1	Alta Loma Productions LLC	TB Kansas, LLC	427 N. Hillside Wichita, KS 64012	Closed
2	ARC CAFEUSA001, LLC	Taco Bueno Restaurants, L.P.	510 E. North Ave., Belton, MO 64012	Closed
3	Chisholm Trail Development, LLC	Taco Bueno Restaurants, L.P.	2121 S. 4th St. Chickasha, OK 73018	Closed
4	CJD Investment, LLC	Taco Bueno Restaurants, L.P.	1180 East Hwy 377 Granbury, TX 76048	Closed
5	David F. Hokanson, Jr. and Nikki S.C. Hokanson	Taco Bueno Restaurants, L.P.	380 NE Vivion Rd Kansas City, MO 64118	Closed
6	Harry S. Rinker Irrevocable Family Trust established December 17, 2012	Taco Bueno Restaurants, L.P.	6510 Tutt Blvd Colorado Springs, CO 80923	Closed
7	Hilton Springs, LLC	Taco Bueno Restaurants, L.P.	4530 Hilton Parkway Colorado Springs, CO 80907	Closed
8	Indigo Jack Brothers LLC	Taco Bueno Restaurants, L.P.	383 Spectrum Loop Colorado Springs, CO 80921	Closed
9	J Michael Lanni, an individual, and Margaret Ellen Lanni, an individual	Taco Bueno Restaurants, L.P.	7970 N Academy Blvd Colorado Springs, CO 80920	Closed
10	Martin Brothers Property Management, LLC	Taco Bueno Restaurants, L.P.	5920 N W 23rd St. Oklahoma City, OK 73127	Closed
11	MN Square Holdings, LLC	Taco Bueno Restaurants, L.P.	503 NW Barry Road Kansas City, MO 64155	Closed
12	National Retail Properties, LP	Taco Bueno Restaurants, L.P.	3140 E Broad St Mansfield, TX 76063	Closed
13	TC Partnership	Taco Bueno Restaurants, L.P.	6001 I-40 W Amarillo, TX 79106	Closed

14	Wachs Capital Limited Partnership	Taco Bueno Restaurants, L.P.	3220 Austin Bluffs Colorado Springs, CO 80918	Closed
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